

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Norfolk Division**

R.M.S. TITANIC, INC.,  
successor in interest to Titanic  
Ventures, limited partnership,

Plaintiff,

v.

Civil Action No. 2:93cv902

The Wrecked and Abandoned  
Vessel, . . .believed to be  
the RMS TITANIC, in rem,

Defendant.

**NOTICE OF INTENT TO SUBMIT SUPPLEMENTAL FILINGS**

NOW COMES Plaintiff RMS Titanic, Inc. (“RMST”), by counsel, and provides notice of its intent to file a supplemental Periodic Report, updating the Court on developments with RMST’s Motion to Approve Asset Purchase Agreement (“the Sale Motion”), Dkt. No. 447, and its positions on the Supplemental Report and proposed Order on the Sale Motion submitted by the United States and NOAA on Tuesday, November 6, 2018. Dkt. No. 517, 517-1. RMST took to heart the Court’s concerns raised at October 25, 2018 hearing.

Following the hearing, RMST and Premier Acquisition Holdings, LLC (“PAHL”) have worked diligently to address not only the issues raised by the Court, but also the recommendations outlined by NOAA in its Report and Recommendation filed on October 24, 2018. Dkt. No. 502. Those efforts are reflected in the Periodic Report filed by RMST on November 2, 2018, Dkt. No. 514, wherein it endeavored to respond to the Court’s questions and attached a proposed order that sought to address the Court’s concerns and the recommendation of NOAA. Additionally, at the

Court's invitation, PAHL moved to intervene in this case, and the motion was granted by the Court pursuant to an order entered on November 5, 2018. Dkt. No. 515.

As time is of the essence, RMST has continued to engage NOAA in an attempt to submit an agreed order for this Court's consideration. During those discussions, RMST learned that NOAA intended to make additional requests beyond those contained in its initial Report and Recommendation. Unfortunately, NOAA submitted its proposed order containing these additional requests before RMST or PAHL had an opportunity to provide any comments or engage in further discussions on it with NOAA. Dkt. Nos. 517, 517-1. The revised proposed order submitted by NOAA presents significant challenges. In short, the proposed order goes far beyond NOAA's initial report and recommendation, blurs the lines of well-established corporate law, mandates time lines that RMST and PAHL cannot currently meet, and ignores binding 4<sup>th</sup> Circuit authority.

In light of the foregoing, RMST intends to submit a formal response to NOAA's Supplemental Report revised Order. RMST and PAHL will also continue to work diligently with NOAA in an effort to reach consensus on an order that addresses this Court's concerns, complies with the Revised Covenants and Conditions, and gives PAHL the opportunity to close on this important transaction and the time necessary to properly address NOAA's supplemental concerns post-closing. As this Court is well aware of the critical need to conclude the Sale transaction as soon as possible, RMST will submit its supplemental pleadings in the immediate future.

Respectfully submitted,

R.M.S. TITANIC, INC.

By Counsel

/s/

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CERTIFICATION

I hereby certify that the foregoing has been electronically filed through the Court's ECF system this 7th day of November, 2018.

/s/  
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